

DECEMBER 8, 1983

4377

TERMS AND CONDITIONS FOR TENTATIVE DEVELOPER DESIGNATION OF ST. JAMES AVENUE GARAGE PARCELS

1. CIVIC REVIEW PROCESS

The Authority will use good faith efforts to implement the attached December 6, 1983 Resolution of the St. James Avenue Civic Advisory Committee, which is thereby made a part of these Terms and Conditions.

2. DISPOSITION PRICE

A disposition price of \$7,766,400 will be paid to the City upon the conveyance of the garage parcel and underlying fee of Providence Street as described in the Development and Design Guidelines for the St. James Avenue Garage Parcel.

3. BUILDING BULK

The maximum floor area ratio as defined in the Boston Zoning Code shall not exceed 9.5 on the overall development site and shall not exceed 1,300,000 square feet of gross floor area including 100,000 square feet of retail space.

4. BUILDING HEIGHT

The height shall not exceed 90 feet to the top of the parapet along Boylston Street and shall not exceed 345 feet to the top of the parapet on the St. James Avenue Garage Parcel.

5. BUILDING SETBACK

A minimum building setback line of 25 feet along Boylston Street and 15 feet along St. James Avenue, Berkeley Street and Clarendon Street shall be provided except for minor projections of decorative architectural details.

6. USES

Proposed retail space along Boylston Street should comprise no less than 100,000 square feet of gross floor area in the first and second floors.

7. OFF-STREET PARKING

The Authority requires that the underground parking garage contain 1,000 spaces of which a minimum of 625 are considered public parking spaces. No fewer than 315 public spaces shall be designated for short-term "In-Out" daily use and the balance of the 625 spaces shall be publicly marketed in accordance with a management plan which must receive prior approval of the Director.

8. OFF-STREET LOADING

The feasibility of enclosed loading docks along St. James Avenue should be further reviewed with the Authority.

9. CONSTRUCTION PHASING

The Authority requires that total construction of the project be completed in a single phase.

10. STABILITY OR STRUCTURES

The Authority requires the developer to establish and fund an Authority sponsored monitoring and review of the impact of the proposed design and construction on subsurface conditions and the St. James Avenue sewer line.

11. IMPACTS ON WATER TABLE

The Authority and developer will jointly fund an independent study of the Back Bay Water Table prior to final developer designation.

DECEMBER 8, 1983

12. ENVIRONMENTAL IMPACT REPORT

The Authority shall require the submission of a broadly scoped Environmental Impact Report which is consistent with the requirements of M.G.L.c. 30, S62-62H and this requirement shall also be communicated to the Massachusetts Secretary of Executive Office of Environmental Affairs.

13. DESIGN REVIEW PROCESS

The Authority requires submission of design drawings for review and approval at three phases in the design review process in accordance with submission requirements normally followed by the architectural profession and the Authority:

- a. Schematic Design Drawings and other design studies in accordance with the December 6, 1983 Resolution of the St. James Avenue Civic Advisory Committee;
- b. Design Development Drawings and Outline Specifications; and
- c. Working Drawings and Final Specifications.

This design review process will include Authority review and approval of all exterior materials and all materials located in interior spaces accessible to the public and shall include review and approval of all changes from the approved drawings that may occur during the construction period.

14. LINKAGE

The developer shall comply with the linkage policies as presented in the report of the Advisory Group on Linkage Between Downtown Development and Neighborhood Housing, issued on October 14, 1983.

15. REAL ESTATE TAXES

Real estate taxes for the new development will be paid according to normal City of Boston Chapter 59 Assessing Department practices.

RESOLUTION OF THE
ST. JAMES AVENUE CIVIC ADVISORY COMMITTEE
December 6, 1983

The St. James Avenue Civic Advisory Committee passed unanimously by voice vote the following resolution:

WHEREAS Robert J. Ryan, Director of the Boston Redevelopment Authority ("BRA") notified the St. James Avenue Civic Advisory Committee ("CAC") on November 16, 1983 of his proposed recommendations to the Board of Directors of the BRA (the "Board"); and

WHEREAS the CAC under its contract with the BRA has the opportunity to consider the Director's conclusions and render comments for consideration by the Director and the Board;

WHEREAS the citizen's review process to date has resulted in significant contributions in project concepts beneficial to the neighborhood, the business community, and the city at large, and expects that the ongoing review will help balance the legitimate neighborhood, commercial, design and developer interests; and

WHEREAS the proposed St. James Avenue Garage project is in close proximity to residential areas and historic buildings, its appearance and function have more direct impact on citizens of Boston than any of the other garage properties being sold by the City;

NOW, THEREFORE,

Be it resolved that the CAC:

1. Supports tentative designation of Hines/NEL as developer of the St. James Avenue Garage and the proposed disposition of the St. James Avenue Garage and of that portion of Providence Street between Berkeley and Clarendon Streets;
2. Supports the Director's recommendations to his Board. However, the CAC requests that Hines/NEL study and provide designs which reduce the building height while serving its needs of function and marketability. Also, the CAC understands that setback lines referred to by the Director's recommendations refer to building lines, as opposed to glass lines;

3. Requests that the contract between the BRA and the CAC, dated June 8, 1983 be amended in the following respects:

- a. to add the Ellis Neighborhood Association, Inc. as a CAC member and party to the contract;
- b. to extend the term of the contract to December 31, 1986; and
- c. to provide that the contract shall be binding upon and inure to the benefit of the BRA, the CAC and its members, and each of their successors and assigns;

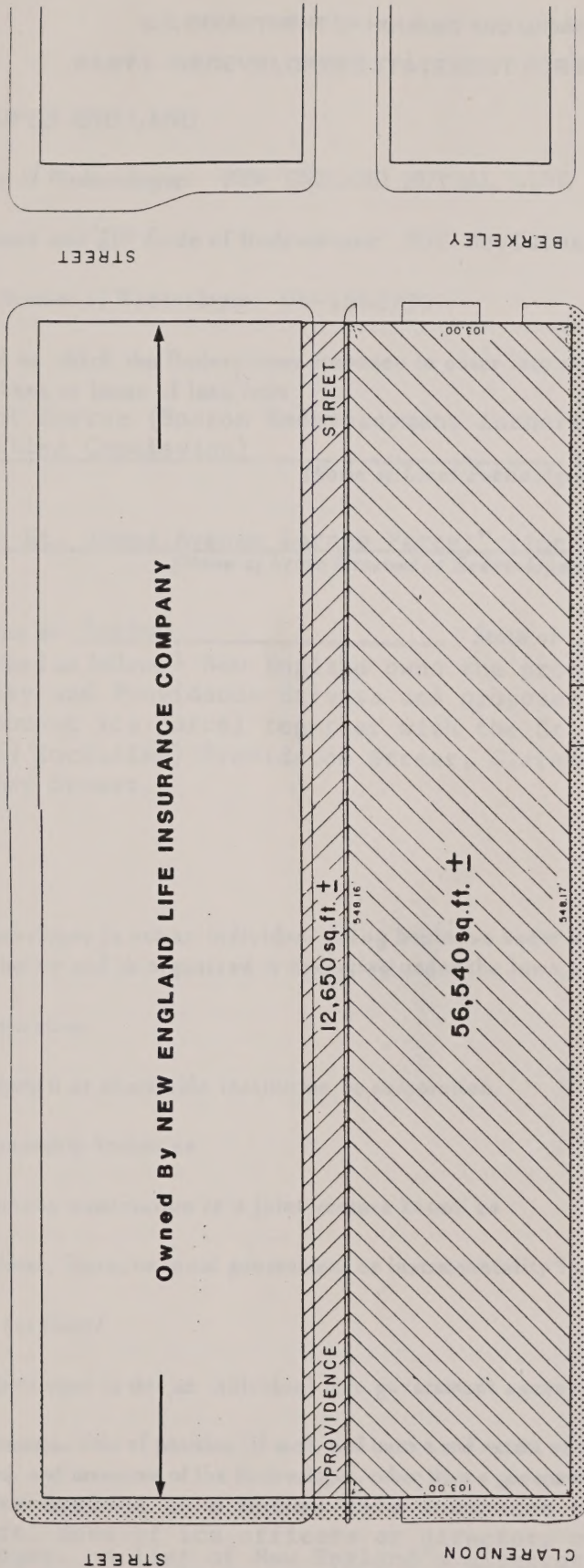
and that such amendments be approved by the Board at its next meeting;

4. Notifies all parties that the CAC as yet has reviewed the Project only with respect to fundamental issues which relate to no specific design. It is now necessary to review and comment on the specific proposed design in detail, including but not limited to massing, style, loading dock location and parking access. The CAC expects to be given sufficient time to carefully review design and function of the specific plans in dialogue with the BRA. This review will require a period of 45 days, commencing on the date of submission to the CAC of plans conforming with the design controls. This review may be extended if substantial changes in proposed design are submitted during this period;
5. Supports the Developer's desire to promptly enter the PDA zoning process upon completion of design review as described in paragraph 4, above;

6. Recognizes that continued development at currently allowed densities would cause changes, if not sensitively controlled, that may damage surrounding neighborhoods. The CAC recommends that the appropriate city agencies, in cooperation with appropriate civic groups, study a new comprehensive zoning plan including review of the feasibility of downzoning for the Back Bay commercial area. Since such zoning was last reviewed, several large scale projects are likely to be completed by 1987 which will nearly double the commercial activity in the area. It is appropriate to systematically study the effects of such concentrated growth to recommend changes, if any, to promote the goals of enhancing the liveability and mixed income makeup of the neighborhoods and enhancing the small scale retail shops and businesses on Newbury Street which give the street its special character. The CAC strongly urges the completion of such a study prior to approval of additional large scale projects in the Back Bay commercial area;
7. Requires that the Environmental Impact Review include the effects of the additional parking proposed for the National Garage;
8. Requests that consideration be afforded tenants displaced by the Project to permit them to remain in their premises as long as practicable; and
9. Requires as a condition of its endorsement of the Director's recommendations that the Director support this resolution and urge the Board to adopt the statements herein as policy.



BOYLSTON STREET



ST. JAMES AVENUE

BOSTON REDEVELOPMENT AUTHORITY

ST. JAMES AVENUE

GARAGE PARCEL

Garage Parcel

Discontinued Surface Public Parcel

Discontinued Subsurface Public Parcel

Scale: 1" = 40'
Dr. By: P.E.N.
Date: Nov. 19, 1982
Appr. By: A.H.

PART I - REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE¹

A. REDEVELOPER AND LAND

1. a. Name of Redeveloper: NEW ENGLAND MUTUAL LIFE INSURANCE COMPANY ("New England")
- b. Address and ZIP Code of Redeveloper: 501 Boylston Street, Boston, MA 02117
- c. IRS Number of Redeveloper: 04-1662730

2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from
City of Boston (Boston Redevelopment Authority, Real Property Board, Public
Facilities Commission)
(Name of Local Public Agency)

in "the St. James Avenue Garage Parcel" (including Providence Street)
(Name of Urban Renewal or Redevelopment Project Area)

in the City of Boston, State of Massachusetts,
is described as follows² New England owns the property bounded by Clarendon, Boylston, Berkeley and Providence Streets and proposes to develop in a single integrated development its parcel together with the St. James Avenue Garage parcel bounded by (and including) Providence Street, Clarendon Street, St. James Avenue and Berkeley Street.

3. If the Redeveloper is not an individual doing business under his own name, the Redeveloper has the status indicated below and is organized or operating under the laws of Massachusetts:

- ☒ A corporation.
- ☐ A nonprofit or charitable institution or corporation.
- ☐ A partnership known as
- ☐ A business association or a joint venture known as
- ☐ A Federal, State, or local government or instrumentality thereof.
- ☐ Other (explain)

4. If the Redeveloper is not an individual or a government agency or instrumentality, give date of organization:
1835

5. Names, addresses, title of position (if any), and nature and extent of the interest of the officers and principal members, shareholders, and investors of the Redeveloper, other than a government agency or instrumentality, are set forth as follows: New England is a mutual life insurance company owned by its policyholders. Therefore, none of its officers or directors own any material equity interest in the Company. A list of New England's directors and principal officers extracted from its most recent 10-K is attached as Exhibit A.

¹ If space on this form is inadequate for any requested information, it should be furnished on an attached page which is referred to under the appropriate numbered item on the form.

² Any convenient means of identifying the land (such as block and lot numbers or street boundaries) is sufficient. A description by metes and bounds or other technical description is acceptable, but not required.

PART I - REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE (Continued)

- a. If the Redeveloper is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock¹. see above
- b. If the Redeveloper is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body.
- c. If the Redeveloper is a partnership, each partner, whether a general or limited partner, and either the percent of interest or a description of the character and extent of interest. Not applicable
- d. If the Redeveloper is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest. Not applicable
- e. If the Redeveloper is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%.

NAME, ADDRESS, AND ZIP CODEPOSITION TITLE (if any) AND PERCENT OF INTEREST OR
DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

Not applicable

6. Name, address, and nature and extent of interest of each person or entity (not named in response to Item 5) who has a beneficial interest in any of the shareholders or investors named in response to Item 5 which gives such person or entity more than a computed 10% interest in the Redeveloper (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the Redeveloper; or more than 50% of the stock in a corporation which holds 20% of the stock of the Redeveloper):

NAME, ADDRESS, AND ZIP CODEDESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

New England has signed a letter of intent with Gerald D. Hines Interests ("Hines") with a view to forming a joint venture for development of the New England site and the St. James Garage site. For this reason Hines is also filing its own disclosure statement herewith.

7. Names (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 5 or Item 6 above:

(See Hines statement filed as part of New England's proposal for development of St. James Avenue Garage Parcel.)

B. RESIDENTIAL REDEVELOPMENT OR REHABILITATION

New England's proposal does not depend on a residential element; and accordingly, no financial data on a residential element has been formulated at this time. (The Redeveloper is to furnish the following information, but only if land is to be redeveloped or rehabilitated in whole or in part for residential purposes.)

¹ If a corporation is required to file periodic reports with the Federal Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, so state under this Item 5. In such case, the information referred to in this Item 5 and in Items 6 and 7 is not required to be furnished.

PART I - REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE (Continued)

Form Approved
OMB No. 63R-0867

1. State the Redeveloper's estimates, exclusive of payment for the land, for:

- a. Total cost of any residential redevelopment. \$
- b. Cost per dwelling unit of any residential redevelopment. \$
- c. Total cost of any residential rehabilitation \$
- d. Cost per dwelling unit of any residential rehabilitation \$

2. a. State the Redeveloper's estimate of the average monthly rental (*if to be rented*) or average sale price (*if to be sold*) for each type and size of dwelling unit involved in such redevelopment or rehabilitation:

TYPE AND SIZE OF DWELLING UNIT	ESTIMATED AVERAGE MONTHLY RENTAL	ESTIMATED AVERAGE SALE PRICE
	\$	\$

b. State the utilities and parking facilities, if any, included in the foregoing estimates of rentals;

c. State equipment, such as refrigerators, washing machines, air conditioners, if any, included in the foregoing estimates of sales prices:

CERTIFICATION

I (We)¹ NEW ENGLAND MUTUAL LIFE INSURANCE COMPANYcertify that this Redeveloper's Statement for Public Disclosure is true and correct to the best of my (our) knowledge and belief.²

Dated: _____

Dated: _____

Signature_____
Signature_____
Title_____
Title501 Boylston Street, Boston, MA 02117

Address and ZIP Code

Address and ZIP Code¹ If the Redeveloper is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department of the United States.

Directors

Jonathan R. Alder
Abram T. Collier
John A. Fibiger
Barbara A. Foote
Lawrence E. Fouraker
Thomas J. Galligan, Jr.
Paul E. Gray
Robert F. Jenkins
Robert C. Jordan
Robert L. Kemp
Charles M. Leighton
Roderick M. MacDougall
Roy W. Menninger
Edward E. Phillips
Charles A. Sanders
John K. Spring

Principal Officers

Edward E. Phillips	Chairman of the Board and Chief Executive Officer
John A. Fibiger	President
Herbert J. Boothroyd	Executive Vice President
Robert A. Shafto	Executive Vice President
Ralph F. Verni	Executive Vice President

PART II - REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY

(For Confidential Official Use of the Local Public Agency and the Department of Housing and Urban Development. Do Not Transmit to HUD Unless Requested or Item 8b is Answered "Yes.")

1. a. Name of Redeveloper: NEW ENGLAND MUTUAL LIFE INSURANCE COMPANY

b. Address and ZIP Code of Redeveloper: 501 Boylston Street, Boston, MA 02117

2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from

City of Boston (Boston Redevelopment Authority, Real Property Board, Public Facilities Commission)
(Name of Local Public Agency)

in "St. James Avenue Garage Parcel" (including Providence Street)
(Name of Urban Renewal or Redevelopment Project Area)

in the City of Boston, State of Massachusetts,
is described as follows: New England owns the property bounded by Clarendon, Boylston Berkeley and Providence Streets and proposes to develop in a single integrated development its parcel together with the St. James Avenue Garage parcel bounded by (and including) Providence Street, Clarendon Street, St. James Avenue and Berkeley Street.

3. Is the Redeveloper a subsidiary of or affiliated with any other corporation or corporations or any other firm or firms? ☐ YES ☒ NO *

If Yes, list each such corporation or firm by name and address, specify its relationship to the Redeveloper, and identify the officers and directors or trustees common to the Redeveloper and such other corporation or firm.

New England has signed a letter of intent with Gerald D. Hines Interests ("Hines") with a view to forming a joint venture for development of the New England site and the St. James Garage site. For this reason Hines is also filing its own disclosure statement herewith.

4. a. The financial condition of the Redeveloper, as of December 31, 1981, is as reflected in the attached financial statement.

(NOTE: Attach to this statement a certified financial statement showing the assets and the liabilities, including contingent liabilities, fully itemized in accordance with accepted accounting standards and based on a proper audit. If the date of the certified financial statement precedes the date of this submission by more than six months, also attach an interim balance sheet not more than 60 days old.)

b. Name and address of auditor or public accountant who performed the audit on which said financial statement is based: Coopers & Lybrand
100 Federal Street
Boston, MA

5. If funds for the development of the land are to be obtained from sources other than the Redeveloper's own funds, a statement of the Redeveloper's plan for financing the acquisition and development of the land: Acquisition of the land will be by New England Life. They will in turn contribute the land to the NEL-Hines development partnership. NEL-Hines will then seek financing for the improvements from either New England Life or a third party.

* New England does not have interim financial statements, however, it will forward copies of its 1982 financials when available in March, 1983.

PART II - REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY (Continued)

6. Sources and amount of cash available to Redeveloper to meet equity requirements of the proposed undertaking:

a. In banks:

NAME, ADDRESS, AND ZIP CODE OF BANKAMOUNT

Citibank

\$

Morgan Guaranty

First National Bank of Boston

Bank of New England

b. By loans from affiliated or associated corporations or firms:

NAME, ADDRESS, AND ZIP CODE OF SOURCEAMOUNT

\$

Not Applicable

c. By sale of readily salable assets:

DESCRIPTIONMARKET VALUEMORTGAGES OR LIENS

\$

\$

Not Applicable

7. Names and addresses of bank references:

8. a. Has the Redeveloper or (if any) the parent corporation, or any subsidiary or affiliated corporation of the Redeveloper or said parent corporation, or any of the Redeveloper's officers or principal members, shareholders or investors, or other interested parties (as listed in the responses to Items 5, 6, and 7 of the Redeveloper's Statement for Public Disclosure and referred to herein as "principals of the Redeveloper") been adjudged bankrupt, either voluntary or involuntary, within the past 10 years? ☐ YES ☐ NO

If Yes, give date, place, and under what name.

- b. Has the Redeveloper or anyone referred to above as "principals of the Redeveloper" been indicted for or convicted of any felony within the past 10 years? ☐ YES ☐ NO

If Yes, give for each case (1) date, (2) charge, (3) place, (4) Court, and (5) action taken. Attach any explanation deemed necessary.

9. a. Undertakings, comparable to the proposed redevelopment work, which have been completed by the Redeveloper or any of the principals of the Redeveloper, including identification and brief description of each project and date of completion: New England has been involved in real estate investments for over half a century and currently owns directly, or as a joint venture equity interests in a real estate portfolio with an estimated fair market value of approximately 2.4 billion dollars. That portfolio consists of more than 200 properties nationwide and contains over 52 million square feet of space. New England is currently involved nationwide in approximately 45 joint venture undertakings, most of which are or were developmental situations where New England has as its partner a strong national, regional or local developer.

PART II - REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY (Continued)

- b. If the Redeveloper or any of the principals of the Redeveloper has ever been an employee, in a supervisory capacity, for construction contractor or builder on undertakings comparable to the proposed redevelopment work, name of such employee, name and address of employer, title of position, and brief description of work:

Not Applicable

10. Other federally aided urban renewal projects under Title I of the Housing Act of 1949, as amended, in which the Redeveloper or any of the principals of the Redeveloper is or has been the redeveloper, or a stockholder, officer, director or trustee, or partner of such a redeveloper:

Not Applicable

11. If the Redeveloper or a parent corporation, a subsidiary, an affiliate, or a principal of the Redeveloper is to participate in the development of the land as a construction contractor or builder:

Not applicable

- a. Name and address of such contractor or builder:

- b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract?

☐ YES ☐ NO

If Yes, explain:

- c. Total amount of construction or development work performed by such contractor or builder during the last three years: \$ _____.

General description of such work:

- d. Construction contracts or developments now being performed by such contractor or builder:

IDENTIFICATION OF
CONTRACT OR DEVELOPMENT

LOCATION

AMOUNT

\$

DATE TO BE
COMPLETED

II - REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY (Continued)

e. Outstanding construction-contract bids of such contractor or builder:

AWARDING AGENCY

AMOUNT
\$

DATE OPENED

12. Brief statement respecting equipment, experience, financial capacity, and other resources available to such contractor or builder for the performance of the work involved in the redevelopment of the land, specifying particularly the qualifications of the personnel, the nature of the equipment, and the general experience of the contractor: Not Applicable

13. a. Does any member of the governing body of the Local Public Agency to which the accompanying bid or proposal is being made or any officer or employee of the Local Public Agency who exercises any functions or responsibilities in connection with the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? ☐ YES ☒ NO *

If Yes, explain.

- b. Does any member of the governing body of the locality in which the Urban Renewal Area is situated or any other public official of the locality, who exercises any functions or responsibilities in the review or approval of the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? ☐ YES ☒ NO *

If Yes, explain.

- * It is conceivable that one or more such officials or employees may be one of New England's 1.1 million policyholders, and as such, have a de minimis, indirect interest in the property.
14. Statements and other evidence of the Redeveloper's qualifications and financial responsibility (other than the financial statement referred to in Item 4a) are attached hereto and hereby made a part hereof as follows:

CERTIFICATION

I (We)¹ NEW ENGLAND MUTUAL LIFE INSURANCE COMPANY

certify that this Redeveloper's Statement of Qualifications and Financial Responsibility and the attached evidence of the Redeveloper's qualifications and financial responsibility, including financial statements, are true and correct to the best of my (our) knowledge and belief.²

Dated:

January 10, 1983

Dated:

Robert F. Vanni
Signature

Signature

Executive Vice President-Finance
Title

501 Boylston Street
Boston, Ma. 02117
Address and ZIP Code

Address and ZIP Code

¹ If the Redeveloper is a corporation, this statement should be signed by the President and Secretary of the corporation; if an individual, by such individual; if a partnership, by one of the partners; if an entity not having a president and secretary, by one of its chief officers having knowledge of the financial status and qualifications of the Redeveloper..

² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department

PART I - REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE ¹

A. REDEVELOPER AND LAND

1. a. Name of Redeveloper: Gerald D. Hines Interests
- b. Address and ZIP Code of Redeveloper: 2100 Post Oak Tower, Houston, TX. 77056
- c. IRS Number of Redeveloper: 74-1342888
2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from

Boston Redevelopment Authority

(Name of Local Public Agency)

in "the St. James Avenue Garage Parcel (including Providence Street)"

(Name of Urban Renewal or Redevelopment Project Area)

in the City of Boston, State of Massachusetts,

is described as follows² New England owns the property bounded by Clarendon, Boylston, Berkeley and Providence Streets, and it is proposed that New England Life-Hines develop this parcel together with the St. James Avenue Garage parcel bounded by (and including) Providence Street, Clarendon Street, St. James Avenue and Berkeley Street.

3. If the Redeveloper is not an individual doing business under his own name, the Redeveloper has the status indicated below and is organized or operating under the laws of _____ :

- ☐ A corporation.
- ☐ A nonprofit or charitable institution or corporation.
- ☐ A partnership known as
- ☐ A business association or a joint venture known as
- ☐ A Federal, State, or local government or instrumentality thereof.
- ☐ Other (explain)

4. If the Redeveloper is not an individual or a government agency or instrumentality, give date of organization:
Not applicable

5. Names, addresses, title of position (if any), and nature and extent of the interest of the officers and principal members, shareholders, and investors of the Redeveloper, other than a government agency or instrumentality, are set forth as follows:

Not applicable

¹If space on this form is inadequate for any requested information, it should be furnished on an attached page which is referred to under the appropriate numbered item on the form.

²Any convenient means of identifying the land (such as block and lot numbers or street boundaries) is sufficient. A description by metes and bounds or other technical description is acceptable, but not required.

PART I - REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE (Continued)

- a. If the Redeveloper is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock¹.
- b. If the Redeveloper is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body.
- c. If the Redeveloper is a partnership, each partner, whether a general or limited partner, and either the percent of interest or a description of the character and extent of interest.
- d. If the Redeveloper is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.
- e. If the Redeveloper is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%.

NAME, ADDRESS, AND ZIP CODEPOSITION TITLE (if any) AND PERCENT OF INTEREST OR
DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

6. Name, address, and nature and extent of interest of each person or entity (not named in response to Item 5) who has a beneficial interest in any of the shareholders or investors named in response to Item 5 which gives such person or entity more than a computed 10% interest in the Redeveloper (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the Redeveloper; or more than 50% of the stock in a corporation which holds 20% of the stock of the Redeveloper):

NAME, ADDRESS, AND ZIP CODEDESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

Not applicable

7. Names (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 5 or Item 6 above:

Not applicable

B. RESIDENTIAL REDEVELOPMENT OR REHABILITATION

(The Redeveloper is to furnish the following information, but only if land is to be redeveloped or rehabilitated in whole or in part for residential purposes.)

Not applicable

¹ If a corporation is required to file periodic reports with the Federal Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, so state under this Item 5. In such case, the information referred to in this Item 5 and in Items 6 and 7 is not required to be furnished.

PART I - REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE (Continued)

Form Approved
OMB No. 63R-0867

1. State the Redeveloper's estimates, exclusive of payment for the land, for:

- a. Total cost of any residential redevelopment. \$
- b. Cost per dwelling unit of any residential redevelopment. \$
- c. Total cost of any residential rehabilitation \$
- d. Cost per dwelling unit of any residential rehabilitation \$

2. a. State the Redeveloper's estimate of the average monthly rental (*if to be rented*) or average sale price (*if to be sold*) for each type and size of dwelling unit involved in such redevelopment or rehabilitation:

TYPE AND SIZE OF DWELLING UNIT	ESTIMATED AVERAGE MONTHLY RENTAL	ESTIMATED AVERAGE SALE PRICE
	\$	\$

b. State the utilities and parking facilities, if any, included in the foregoing estimates of rentals;

c. State equipment, such as refrigerators, washing machines, air conditioners, if any, included in the foregoing estimates of sales prices:

CERTIFICATION

I (~~we~~) Gerald D. Hinescertify that this Redeveloper's Statement for Public Disclosure is true and correct to the best of my (our) knowledge and belief.²

Dated: _____

Dated: _____

Signature
Gerald D. Hines

Title

2100 Post Oak Tower
Houston, TX. 77056

Address and ZIP Code

Signature

Title

Address and ZIP Code

¹ If the Redeveloper is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.

² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department of the United States.

PART II - REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY

(For Confidential Official Use of the Local Public Agency and the Department of Housing and Urban Development. Do Not Transmit to HUD Unless Requested or Item 8b is Answered "Yes.")

1. a. Name of Redeveloper: Gerald D. Hines Interests
- b. Address and ZIP Code of Redeveloper: 2100 Post Oak Tower
Houston, TX. 77056
2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from

Boston Redevelopment Authority

(Name of Local Public Agency)

"the St. James Avenue Garage Parcel (including Providence Street)"

in
(Name of Urban Renewal or Redevelopment Project Area)

in the City of Boston, State of Massachusetts,

is described as follows: New England owns the property bounded by Clarendon, Boylston, Berkeley and Providence Streets and it is proposed that New England Life-Hines develop this parcel together with the St. James Avenue Garage parcel bounded by (and including) Providence Street, Clarendon Street, St. James Avenue and Berkeley Street.

3. Is the Redeveloper a subsidiary of or affiliated with any other corporation or corporations or any other firm or firms? ☐ YES ☒ NO
If Yes, list each such corporation or firm by name and address, specify its relationship to the Redeveloper, and identify the officers and directors or trustees common to the Redeveloper and such other corporation or firm.

4. a. The financial condition of the Redeveloper, as of December 31, 1981, is as reflected in the attached financial statement. Also enclosed is interim financial statements (NOTE: Attach to this statement a certified financial statement showing the assets and the liabilities, as of including contingent liabilities, fully itemized in accordance with accepted accounting standards and June, 1981 based on a proper audit. If the date of the certified financial statement precedes the date of this submission by more than six months, also attach an interim balance sheet not more than 60 days old.)

- b. Name and address of auditor or public accountant who performed the audit on which said financial statement is based:
Arthur Anderson & Company
Houston, TX.

5. If funds for the development of the land are to be obtained from sources other than the Redeveloper's own funds, a statement of the Redeveloper's plan for financing the acquisition and development of the land:

Acquisition of the land will be by New England Life. They will in turn contribute the land to the NEL-Hines development partnership. NEL-Hines will then seek financing for the improvements from either New England Life or a third party.

PART II - REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY (Continued)

6. Sources and amount of cash available to Redeveloper to meet equity requirements of the proposed undertaking:

a. In banks:

<u>NAME, ADDRESS, AND ZIP CODE OF BANK</u>	<u>AMOUNT</u>
Lines of credit are available for various Hines projects from the following banks:	\$
Citibank-New York, NY and Houston, TX.	
Chase-New York, NY	
Texas Commerce Bank-Houston, TX	

b. By loans from affiliated or associated corporations or firms:

<u>NAME, ADDRESS, AND ZIP CODE OF SOURCE</u>	<u>AMOUNT</u>
	\$

Not applicable

c. By sale of readily salable assets:

<u>DESCRIPTION</u>	<u>MARKET VALUE</u>	<u>MORTGAGES OR LIENS</u>
	\$	\$

Not applicable

Mr. Phil Reynolds, V.P., Chase Manhattan
101 Park Ave., NY, NY 10081

7. Names and addresses of bank references:

Mr. Charles Clark

Mr. Steve Field, Sr. V.P.
Texas Commerce Bank

Citibank, 1 Riverway, Suite 1800, Houston, TX. 77056 712 Main St., Houston 77002

8. a. Has the Redeveloper or (if any) the parent corporation, or any subsidiary or affiliated corporation of the Redeveloper or said parent corporation, or any of the Redeveloper's officers or principal members, shareholders or investors, or other interested parties (as listed in the responses to Items 5, 6, and 7 of the Redeveloper's Statement for Public Disclosure and referred to herein as "principals of the Redeveloper") been adjudged bankrupt, either voluntary or involuntary, within the past 10 years? ☐ YES ☒ NO

If Yes, give date, place, and under what name.

- b. Has the Redeveloper or anyone referred to above as "principals of the Redeveloper" been indicted for or convicted of any felony within the past 10 years? ☐ YES ☒ NO

If Yes, give for each case (1) date, (2) charge, (3) place, (4) Court, and (5) action taken. Attach any explanation deemed necessary.

9. a. Undertakings, comparable to the proposed redevelopment work, which have been completed by the Redeveloper or any of the principals of the Redeveloper, including identification and brief description of each project and date of completion:

Post Oak Central Complex - Houston, Texas Office, retail and parking complex
Galleria Complex - Houston, TX. Major mixed-use complex.
Dallas Galleria Complex. Major mixed-use complex.

Please see Experience Record in Appendix for complete listing

PART II - REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY (Continued)

- b. If the Redeveloper or any of the principals of the Redeveloper has ever been an employee, in a supervisory capacity, for construction contractor or builder on undertakings comparable to the proposed redevelopment work, name of such employee, name and address of employer, title of position, and brief description of work:

None

10. Other federally aided urban renewal projects under Title I of the Housing Act of 1949, as amended, in which the Redeveloper or any of the principals of the Redeveloper is or has been the redeveloper, or a stockholder, officer, director or trustee, or partner of such a redeveloper:

None

11. If the Redeveloper or a parent corporation, a subsidiary, an affiliate, or a principal of the Redeveloper is to participate in the development of the land as a construction contractor or builder: Not applicable

- a. Name and address of such contractor or builder:

- b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract? ☐ YES ☐ NO

If Yes, explain:

- c. Total amount of construction or development work performed by such contractor or builder during the last three years: \$ _____.

General description of such work: .

- d. Construction contracts or developments now being performed by such contractor or builder:

IDENTIFICATION OF
CONTRACT OR DEVELOPMENT

LOCATION

AMOUNT
\$

DATE TO BE
COMPLETED

PART II - REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY (Continued)

e. Outstanding construction-contract bids of such contractor or builder:

AWARDING AGENCYAMOUNT
\$DATE OPENED

12. Brief statement respecting equipment, experience, financial capacity, and other resources available to such contractor or builder for the performance of the work involved in the redevelopment of the land, specifying particularly the qualifications of the personnel, the nature of the equipment, and the general experience of the contractor:

Not applicable

13. a. Does any member of the governing body of the Local Public Agency to which the accompanying bid or proposal is being made or any officer or employee of the Local Public Agency who exercises any functions or responsibilities in connection with the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? ☐ YES ☒ NO

If Yes, explain.

- b. Does any member of the governing body of the locality in which the Urban Renewal Area is situated or any other public official of the locality, who exercises any functions or responsibilities in the review or approval of the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? ☐ YES ☒ NO

If Yes, explain.

14. Statements and other evidence of the Redeveloper's qualifications and financial responsibility (other than the financial statement referred to in Item 4a) are attached hereto and hereby made a part hereof as follows:

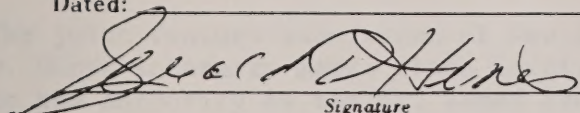
CERTIFICATION

I (~~we~~) Gerald D. Hines

certify that this Redeveloper's Statement of Qualifications and Financial Responsibility and the attached evidence of the Redeveloper's qualifications and financial responsibility, including financial statements, are true and correct to the best of my (our) knowledge and belief.²

Dated: _____

Dated: _____



Signature

Signature

2100 Post Oak Tower^{Title}
Houston, TX. 77056

Title

Address and ZIP Code

Address and ZIP Code

- ¹ If the Redeveloper is a corporation, this statement should be signed by the President and Secretary of the corporation; if an individual, by such individual; if a partnership, by one of the partners; if an entity not having a president and secretary, by one of its chief officers having knowledge of the financial status and qualifications of the Redeveloper.
- ² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department

MEMORANDUM

DECEMBER 8, 1983

TO: BOSTON REDEVELOPMENT AUTHORITY

FROM: ROBERT J. RYAN, DIRECTOR

SUBJECT: ST. JAMES AVENUE, RECOMMENDING TO THE CITY OF BOSTON, ACTING BY AND THROUGH THE PUBLIC FACILITIES COMMISSION, THE TENTATIVE DESIGNATION OF NEW ENGLAND MUTUAL LIFE INSURANCE COMPANY AND GERALD D. HINES INTERESTS AS REDEVELOPER OF THE ST. JAMES AVENUE GARAGE AND ADJACENT PUBLIC PARCEL AND PRIVATE LAND AREAS IN THE BACK BAY

The Authority, on November 21, 1982, authorized the advertisement for development interest for the St. James Avenue Garage site. The Authority, at the time was acting under the delegation of powers from the Public Facilities Commission and the Boston Real Property Board. The total parcel advertised for development interest was approximately 69,191 square feet, including the garage site and adjacent Providence Street to be discontinued between Berkeley and Clarendon Streets.

As a result of the solicitation for development interest, the Authority received one proposal. This development submission was made to the Authority by New England Mutual Life Insurance Company and Gerald D. Hines Interests.

Because this proposed development site is located in the center of the Back Bay, the Authority invited local resident, business and cultural leaders to participate in forming a Civic Advisory Committee (CAC) to represent the interests and concerns of the Back Bay and adjoining South End communities. The CAC has representation from the Back Bay Architectural Commission, Back Bay Association, Back Bay Federation, Boston Society of Architects, Ellis Neighborhood Association, Neighborhood Association of the Back Bay, Newbury Street League, Trinity Church, and the State Representative from the 8th Suffolk District.

This group has worked closely with the Authority over the last nine months on reviewing the development submission for the St. James Avenue site. In addition, the proposal was subjected to a detailed review process by Authority staff, including analysis of compliance with the Design and Development Guidelines.

The joint venture submission of New England Mutual Life Insurance Company and Gerald D. Hines Interests meets these initial guidelines as well as the Resolution submitted to the Authority by the St. James Avenue Civic Advisory Committee (attached). Therefore, I am recommending the designation of New England Mutual Life Insurance Company and Gerald D. Hines Interests. Their proposal will greatly benefit the City, and is consistent with the overall development guidelines. A positive aspect of this submission results from New England Life already owning or controlling an additional 67,800 square feet of land adjacent to the advertised site along Boylston Street which dramatically improves the quality of development consistent with the Back Bay neighborhood and maximizes the benefits to the City in resulting taxes.

The development will be a mixed-use development consisting of 1,200,000 square feet of office space; 100,000 square feet of retail space in the first and second floors; approximately 1,000 parking spaces below grade of which a minimum of 625 spaces will be available as public parking (no fewer than 315 spaces designated for short-term daily use). The maximum F.A.R. will not exceed 9.5 and the maximum height will not exceed 90 feet along Boylston Street and will not exceed 345 feet to the parapet line on the St. James Avenue garage parcel. A minimum building setback line of 25 feet along Boylston Street and 15 feet along St. James Avenue, Berkeley Street and Clarendon Street shall be maintained except for minor projections of decorative architectural details. This setback is consistent with historical patterns in the vicinity of the project. The Authority shall require that total construction of the project be completed in a single phase to minimize construction disruption from the project and to assure the integrity of the architectural solution.

The development has been designed by the internationally known firm of John Burgee, Architect and Philip Johnson. The building will be located on the approximately 137,000 square foot development parcel which combines the previously described city parcels and the previously assembled private parcels of New England Mutual Life Insurance Company. The development will become in part the Corporate-World headquarters for New England Life. The total development cost will be approximately \$280,000,000.

The development will produce significant financial and economic benefits to the City. The combined payment for land area including the garage and discontinued street areas will result in a \$7,766,400 payment to the City for land and acquisition. In addition, the development will produce approximately \$8,000,000 annually in new tax revenue to the City from a site that is presently yielding no more than \$625,000 to the City. It will generate over 3,000 construction jobs and over 4,000 new permanent jobs beyond the estimated 800 individuals who work on the Boylston Street block today; and the 1,000 space garage will replace the 625 space public garage with new below grade public parking spaces to satisfy new and existing transportation needs of the Back Bay.

Importantly, this development will be subject to the City of Boston Policy on Linkage Between Downtown Development and Neighborhood Housing. As a result of that policy, the developers have agreed that the resulting development will produce approximately \$6,000,000 of income over a 12 year period for the creating of low to moderate income housing within the City's neighborhoods.

The City will continue to operate the St. James Avenue Garage and receive the revenue generated therefrom until final disposition to the developers. The development will be subject to continuing design review approval contained in the Terms and Conditions for Tentative Designation attached hereto.

The Authority, through an initial design review process and with direct review and consultation from the Civic Advisory Committee, has significantly reduced the building bulk and mass and height; the F.A.R. has been reduced from the previously proposed 11.45 to an F.A.R. not to exceed 9.5, and from a height of 397 feet to a height not to exceed 345 feet. The revised proposal has been extensively reviewed with the Civic Advisory Committee and has met with their unanimous approval subject to the "Resolution of the St. James CAC of December 6, 1983".

The Authority is therefore recommending that the so-called St. James Avenue Garage and adjacent Providence Street (a public way) be tentatively designated to the joint venture of New England Mutual Life Insurance Company and Gerald D. Hines Interests, all subject to the terms and conditions as outlined in the attached document entitled "Terms and Conditions for Tentative Developer Designation of St. James Avenue Garage Parcels." Such Terms and Conditions are hereby incorporated into the recommendation by reference. In addition, the Authority will use good faith efforts to implement the December 6th Resolution of the St. James Avenue Civic Advisory Committee, including refinements as necessitated through further review of development implications.

VOTED: That the Authority recommends to the City of Boston, acting by and through its Public Facilities Commission the tentative designation of the joint venture of New England Mutual Life Insurance Company and Gerald D. Hines Interests, as redevelopers of the St. James Avenue Garage facility and adjoining Providence Street, a public way; said recommendation is subject to the incorporation of the terms and conditions as set forth in the document dated December 8, 1983, attached hereto entitled, "Terms and Conditions For Tentative Developer Designation of St. James Avenue Garage Parcels;" and said designation is subject to all easements of record.